

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

Dated: October 19, 2007

DECLARATION OF MICHAEL D. POWELL

I, Michael D. Powell, declare:

1. I am an attorney admitted to practice in the State of California. I am an associate in the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for Fry's Electronics, Inc. in connection with this matter. The statements in this declaration are based upon my personal knowledge, and if called as a witness I could testify competently thereto.

2. Attached as Exhibit 1 is a true and correct copy of a May 25, 2007 invoice and cover letter from the Special Master.

3. Attached as Exhibit 2 is a true and correct copy of a June 11, 2007 email from Mary Graham to the Special Master.

4. Attached as Exhibit 3 is a true and correct copy of a June 13, 2007 email from the Special Master responding to Ms. Graham's June 11 email.

5. Attached as Exhibit 4 is a true and correct copy of Class Plaintiffs' June 25, 2007 Letter Brief.

6. Attached as Exhibit 5 is a true and correct copy of Fry's Opposition Letter Brief dated July 10, 2007.

7. Attached as Exhibit 6 is a true and correct copy of a September 11, 2007 cover letter and invoices from the Special Master.

8. Attached as Exhibit 7 is a true and correct copy of the September 27, 2007 hearing transcript.

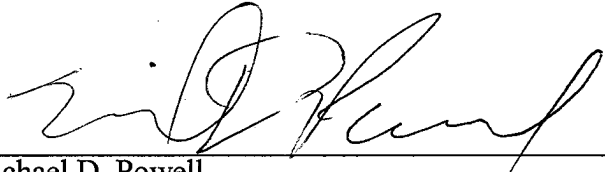
9. Attached as Exhibit 8 is a true and correct copy of the May 15, 2007 hearing transcript.

10. Attached as Exhibit 9 is a true and correct copy of the May 24, 2007 hearing transcript.

11. Attached as Exhibit 10 is a true and correct copy of the June 6, 2007 hearing transcript.

12. Attached as Exhibit 11 is a true and correct copy of the July 20, 2007 hearing transcript.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct. Executed on October 19, 2007, at Redwood Shores, California.



Michael D. Powell

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on October 19, 2007, the foregoing was caused to be electronically filed with the Clerk of the Court using CM/ECF which will send electronic notification of such filing to all registered participants.

In addition, the undersigned hereby certifies that on October 19, 2007 true and correct copies of the foregoing were caused to be served upon the following parties in the manner indicated:

VIA HAND DELIVERY (in triplicate):

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/s/ James W. Parrett, Jr.
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